

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

ONEWOO CORPORATION and
V.J.ONE CORPORATION,

Plaintiffs,

v.

HAMPSHIRE BRANDS, INC.,
HAMPSHIRE GROUP, LIMITED,
PAUL BUXBAUM and WILLIAM
DROZDOWSKI,

Defendants.

Adversary Proceeding No.: 17-01008

**DECLARATION OF EVAN J. ZUCKER IN SUPPORT OF MOTION
OF HAMPSHIRE BRANDS, INC. AND HAMPSHIRE GROUP, LIMITED
TO TRANSFER ACTION TO THE UNITED STATES
BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

I, Evan J. Zucker, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a member in good standing of the Bars of the State of New York and the United States District Court for the Southern District of New York. I am an associate at the law firm of Blank Rome LLP, with its offices located at 405 Lexington Avenue, New York, NY 10174-0208, counsel for defendants Hampshire Brands, Inc. and Hampshire Group, Limited (“Debtor Defendants” or “Hampshire”) in the above-captioned matter. I am familiar with the subject matter of this action and have personal knowledge of the facts set forth herein. I submit this Declaration in support of Hampshire’s motion (“Motion”) to transfer venue of the present action – which was originally commenced in the United States District Court for the Southern District of New York (“District Court”), Case No. 1:16-cv-04623-PKC, and was subsequently removed to this Court (“Removed Action”) – to the United States Bankruptcy Court for the District of Delaware (“Delaware Bankruptcy Court”) where the Debtor Defendants’ jointly

administered chapter 11 cases captioned In re Hampshire Group, Limited, *et al.*, Case No. 16-12634 (BLS) are currently pending.

2. Attached as Exhibit A are true and correct copies of the chapter 11 petitions of Hampshire Group, Limited and Hampshire Brands, Inc., Delaware Bankruptcy Court Case Nos. 16-12634 (BLS) and 16-12635 (BLS), Docket No. 1.

3. Attached as Exhibit B is a true and correct copy of Hampshire's home page, <http://www.hamp.com/> (last accessed January 17, 2017).

4. Attached as Exhibit C is a true and correct copy of the Declaration of William Drozdowski in Support of Chapter 11 Petitions and Various First Day Motions, Delaware Bankruptcy Court Case. No. 16-12634 (BLS), Docket No. 12.

5. Attached as Exhibit D is a true and correct copy of the Removed Action Complaint, District Court Case No. 1:16-cv-04623-PKC, Docket No. 1.

6. Attached as Exhibit E is a true and correct copy of an excerpt from Hampshire Group, Limited's schedules of assets and liabilities (Schedule D and Schedule E/F), Delaware Bankruptcy Court Case No. 16-12634 (BLS), Docket No. 110.

7. Attached as Exhibit F are true and correct copies of the Removed Action Answers, District Court Case No. 1:16-cv-04623-PKC, Docket Nos. 16 and 17.

8. Attached as Exhibit G are true and correct copies of Hampshire Group, Limited's Certificate of Incorporation Certificate of Incorporation and related documents.

9. Attached as Exhibit H are true and correct copies of Plaintiffs' Motion for Prejudgment Attachment and the Supporting Memorandum of Law, District Court Case No. 1:16-cv-04623-PKC, Docket Nos. 27 and 28.

10. Attached as Exhibit I is a true and correct copy of Hampshire's Opposition to Motion for Prejudgment Attachment, District Court Case No. 1:16-cv-04623-PKC, Docket No. 34.

11. Attached as Exhibit J is a true and correct copy of Intervenor Salus Capital Partners, LLC's Memorandum in Support of its Motion to Intervene on a Limited Basis and in Opposition to Plaintiffs' Motion For Attachment, District Court Case No. 1:16-cv-04623-PKC, Docket No. 41.

12. Attached as Exhibit K is a true and correct copy of the Memorandum and Order Granting Motion for Prejudgment Attachment, District Court Case No. 1:16-cv-04623-PKC, Docket No. 60.

13. Attached as Exhibit L is a true and correct copy of the Order Denying Defendants Paul Buxbaum and William Drozdowski's Motion to Dismiss, District Court Case No. 1:16-cv-04623-PKC, Docket No. 61.

14. Attached as Exhibit M is a true and correct copy the Delaware Bankruptcy Court Stay Extension Order, Delaware Bankruptcy Court Case No. 16-12634 (BLS), Docket No. 87.

15. Attached as Exhibit N is a true and correct copy of the Notice of Removal (without exhibits).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 19, 2017
New York, New York

/s/ Evan J. Zucker
Evan J. Zucker